

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SMARTMATIC USA CORPORATION,
SMARTMATIC INTERNATIONAL CORPORATION
and SMARTMATIC SERVICES CORPORATION,

Plaintiffs,

— against —

DOMINION VOTING SYSTEMS CORPORATION
and DOMINION VOTING SYSTEMS, INC.,

Defendants.

Civ. 13-05349 (KBF)

**DECLARATION OF TOM H. CONNOLLY,
CHAPTER 7 TRUSTEE FOR SVS HOLDINGS, INC.**

I, TOM H. CONNOLLY, hereby declare and state as follows:

1. I am the Chapter 7 Trustee for SVS Holdings, Inc. ("SVS"), the debtor in a bankruptcy case pending in the United States Bankruptcy Court for the District of Colorado (the "Colorado Bankruptcy Court") styled In re SVS Holdings, Inc., Case No. 10-24238 HRT (the "SVS Bankruptcy Case"). I am also the sole director and officer of SVS's non-debtor wholly-owned subsidiary Sequoia Voting Systems, Inc. ("Sequoia").

2. In my capacity as the Chapter 7 Trustee for SVS and the sole director and officer of Sequoia, I submit this Declaration in connection with the Court's consideration of (a) the Notice of Removal filed by Defendants Dominion Voting Systems Corporation and Dominion Voting Systems, Inc. (collectively, "Defendants") removing this action from the Supreme Court of the State of New York, New York County to this Court; (b) the Motion to Remand and for Abstention filed by Plaintiffs Smartmatic USA Corporation, Smartmatic International Corporation and Smartmatic Services Corporation (collectively, "Plaintiffs"); and (c)

Defendants' Motion to Transfer Venue (collectively, the "Motions"). While I do not take any position in support of or in opposition to any of the Motions, I submit this Declaration in order to provide the Court with certain information concerning the SVS Bankruptcy Case and the Colorado Action (as defined below) and the relationship between them and this case.

3. I am the plaintiff in an adversary proceeding filed in the SVS Bankruptcy Case pending in the Colorado Bankruptcy Court styled Tom H. Connolly, Chapter 7 Trustee v. Dominion Voting Systems Corporation and Dominion Voting Systems, Inc., Adv. Proc. No. 12-01757-HRT (the "Colorado Action"). The Colorado Action seeks, among other things, the substantive consolidation of SVS and Sequoia, and the avoidance and recovery of fraudulent transfers made by Sequoia to Defendants.

4. In connection with this Declaration, I have reviewed: (a) Defendants' Notice of Removal (including the Complaint attached thereto); (b) Defendants' Motion to Transfer Venue; and (c) the Declaration of George W. Shuster, Jr. in Support of Notice of Removal and Motion to Transfer Venue and the exhibits thereto.

5. I do not oppose the prosecution of this case by Plaintiffs.

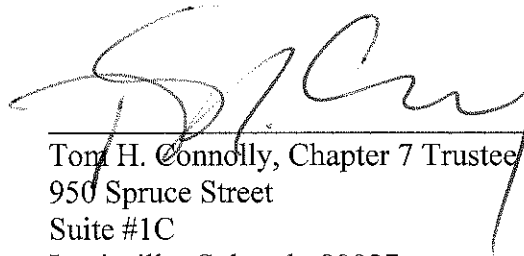
6. If the Colorado Court does not order the substantive consolidation of SVS and Sequoia, I nevertheless intend to continue to pursue certain claims in the Complaint filed in the Colorado Action (the "Colorado Complaint"), namely Counts IV and IX thereof, which I brought on behalf of SVS in SVS's capacity as a creditor of Sequoia to avoid and recover fraudulent transfers made by Sequoia to Defendants under Colorado and/or Delaware state law. Plaintiffs' claims in this case are not in competition with Counts IV and IX of the Colorado Complaint because (a) the latter seek to recover an amount that is significantly less than the amount of the

fraudulent transfers to Defendants and (b) the amount of the fraudulent transfers to Defendants significantly exceeds the amount by which Sequoia is indebted to SVS.

7. Furthermore, if the Colorado Court does not order the substantive consolidation of SVS and Sequoia, I intend to assist in coordinating discovery in the Colorado Action with discovery in this case in order to avoid duplication of efforts in the two cases.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: Louisville, Colorado
August 29, 2013



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*Chapter 7 Trustee for the
Bankruptcy Estate of SVS Holdings, Inc.*